

## **Exhibit 49**

股票代碼：2442

# JEAN

## 新美齊股份有限公司

(原美齊科技股份有限公司)

### 九十九年度

### 年報

刊印日期：中華民國一百年三月二十八日

年報查詢網址： 公開資訊觀測站：<http://mops.twse.com.tw>  
新美齊：<http://www.jean.com.tw>

**Stock Code: 2442**



**New JEAN Co., Ltd.**

**(Formerly known as JEAN Co., Ltd.)**

# **2010 Annual Report**

**Date Published: March 28, 2011**

**Annual Report Inquiry Website:**

**Market Observation Post System: <http://mops.twse.com.tw>**

**Website of new JEAN: <http://www.jean.com.tw>**

## 二、董事、監察人、總經理、副總經理、協理、各部門及分支機構主管資料：

## (一) 董事及監察人：

## 1. 基本資料

100年03月01日

職稱	姓 名	選(就)任日期	任期	初次選任日期	選任時持有股份		現在持有股數		配偶、代表人、未成年子女現在持有股份		利用他人名義持有股份		主要經(學)歷		目前兼任本公司及其他公司之職務	具配偶或二親等以內關係之其他主管、董事		
					股數	持股比率	股數	持股比率	股數	持股比率	股數	持股比率				職稱	姓名	關係
董事長兼任總經理(註1)	高美投資有限公司代表人：林鎮源	98.05.25	三年	93.12.31	17,205,000	10.53%	17,205,000	10.53%	22,712,681	13.90%	0	0.00%	碩士	中華映管(股)公司：董事長/總經理	JERRY INV.：董事 JEFFREY INV.：董事 JEAN(M)：董事 凱銳光電(股)：董事	董事	林傳捷	父子
董事兼任總經理(註1)	陳修乾	98.05.25	三年	93.12.31	626,219	0.38%	626,219	0.38%	0	0.00%	0	0.00%	碩士	中華映管(股)公司：副總經理	高創(蘇州)電子公司：董事長 JEAN(M)：董事 美齊光電(上海)公司：董事長	—	—	—
董事兼任執行副總經理	盛捷開發有限公司代表人：林傳捷	98.05.25	三年	96.06.08	1,000,960	0.61%	1,000,960	0.61%	0	0.00%	0	0.00%	學士	University of California Riverside	高輔投資(股)公司：董事 美齊光電(上海)公司：董事 凱銳光電(股)：董事	董事	林鎮源	父子
董事	劉政林	98.05.25	三年	92.06.06	0	0.00%	0	0.00%	0	0.00%	0	0.00%	碩士	東亞科技(股)公司：董事長	東亞科技(股)公司：董事長 華晶科技(股)公司：獨立監察人 東芯投資(股)公司：董事 東雅電子(股)公司：法人董事代表人 東科控股(股)公司：董事長	無	—	—
董事	姚崇誠	98.05.25	三年	93.12.31	0	0.00%	0	0.00%	0	0.00%	0	0.00%	學士	吉立電子(蘇州)有限公司：總經理 精英電腦(股)公司：副總經理	蘇州宏遠電子有限公司：執行長	無	—	—
監察人	盛凱開發有限公司代表人：許張義	98.05.25	三年	96.06.08	1,045,377	0.64%	1,045,377	0.64%	1,477,804	0.90%	0	0.00%	學士	鴻碩精密電工(蘇州)有限公司：總經理	佶優科技(股)公司：副總經理	無	—	—
監察人	路呈麟	98.05.25	三年	92.06.06	531,760	0.33%	531,760	0.33%	0	0.00%	0	0.00%	學士	高輔投資(股)公司：顧問	無	無	—	—
監察人	莊嘉福	98.05.25	三年	92.06.06	0	0.00%	0	0.00%	0	0.00%	0	0.00%	學士	輝珂公司：董事長	常田海鮮餐廳(股)公司：董事	無	—	—

註(1):董事兼任總經理陳修乾於99年8月31日辭職，總經理乙職由董事長林鎮源擔任。

## (二) 總經理、副總經理、協理、各部門及分支機構主管資料

100年03月01日

職 稱	姓 名	選(就) 任日期	持有股份		配偶、未成年子女持 有股份		利用他人名義持 有股份		主要經(學)歷	目前兼任其他公司之職務	具配偶或二親等以內 關係之經理人		
			股數	持股 比率	股數	持股 比率	股數	持股 比率			職稱	姓名	關 係
董事長兼任總經理(註1)	林鎮源	93.12	0	0.00%	22,712,681	13.90%	0	0.00%	美國南加州大學工業工程研究所 中華映管(股)公司：董事長/總經理	JERRY INV.: 董事 JEFFREY INV.: 董事 JEAN(M): 董事 凱銳光電(股): 董事	執行副 總經理	林傳凱 林傳捷	父子
董事兼任總經理(註1)	陳修乾	93.12	626,219	0.38%	0	0.00%	0	0.00%	政治大學企管研究所 中華映管(股)公司：副總經理	高創(蘇州)電子公司：董事長 JEAN(M): 董事 美齊光電(上海)公司：董事長	無	—	—
董事兼 執行副總經理	林傳捷	97.12	0	0.00%	0	0.00%	0	0.00%	University of California Riverside	高輔投資(股)公司：董事 美齊光電(上海)公司：董事 盛捷開發有限公司: 董事長 凱銳光電(股): 董事	董事長	林鎮源	父子
執行副總經理	林傳凱	98.02	0	0.00%	0	0.00%	0	0.00%	University California Santa Barbara	高輔投資(股)公司：董事 盛凱開發有限公司：董事長 凱銳光電(股): 董事長 GOLDEN KNIGHT LTD : 董事 凱揚光電(蘇州)有限公司: 董事長	董事長	林鎮源	父子
研發處副總經理(註2)	蔡東宜	82.05	0	0.00%	0	0.00%	0	0.00%	大同工學院電機研究所 美齊科技(股)公司：研發處副總經理	無	無	—	—
視訊研發處處長(註2)	陳煥明	84.12	145	0.00%	47	0.00%	0	0.00%	大同工學院 神達電腦：高級工程師	無	無	—	—
機構設計處處長(註2)	劉永喜	91.07	19,000	0.01%	0	0.00%	0	0.00%	大同工學院機械科 大同公司：設計主任 瑞軒科技：設計協理	無	無	—	—
產品企劃處處長(註2)	邱智富	90.06	0	0.00%	0	0.00%	0	0.00%	DREXEL UNIVERSITY 台龍電子：生產部經理	無	無	—	—
業務處副總經理(註2)	鄒幼雪	89.05	41	0.00%	0	0.00%	0	0.00%	輔仁大學 彩樂電子：業務部經理	無	無	—	—
財務部副總經理	楊吉義	97.12	0	0.00%	0	0.00%	0	0.00%	淡江大學 品佳電子(股)公司：副總經理 振遠科技(股)公司：副總經理	高輔投資(股)公司：監察人 至上電子(股)公司：獨立董事	無	—	—

註(1): 董事兼任總經理陳修乾於99年8月31日辭職，總經理乙職由董事長林鎮源擔任。 註(2): 於99年8月31日辭職。

## 新美齊股份有限公司財務報表附註(續)

## 2.財務風險資訊

## (1)市場風險

本公司將因外匯匯率變動而使外幣存款、應收/付帳款及短期借款產生價值波動之風險。

本公司從事之衍生性金融商品交易，因此類商品以公平價值衡量，故受市場價格變動之影響。

## (2)信用風險

本公司主要潛在信用風險係源自應收帳款之金融商品，為減低信用風險，本公司持續地評估客戶之財務狀況，並適時調整給予之授信額度，且定期評估應收帳款回收之可能性，必要時提列備抵呆帳，截至民國九十九年及九十八年十二月三十一日止，本公司應收帳款餘額約66%及50%分別係由本公司之前二大及前五大銷貨客戶組成，使本公司之應收帳款有信用風險集中之情形。

## (3)流動性風險、現金流量風險及未來現金需求之不確定性

本公司民國九十九年度及九十八年度均保持適當之營運資金及未動用之銀行額度以支應，以避免產生無法籌措資金以履行合約義務之流動性風險。

## (4)利率變動之現金流量風險

本公司之短期借款係屬浮動利率之債務，故市場利率變動將使其短期借款之有效利率隨之變動，而使其未來現金流量產生波動，市場利率增加1%，將使本公司未來現金流出增加1,000千元。

## 五、關係人交易

## (一)關係人之名稱及關係

關係人名稱	與本公司之關係
英屬維京群島JEFFREY INVESTMENT LTD. (JEFFREY)	本公司之子公司
高創(蘇州)電子有限公司(高創電子)	本公司之子公司(註)
中華映管股份有限公司(中華映管)	其董事長為本公司董事長二等親
美齊光電有限公司(美齊光電)	本公司之子公司
高輔投資股份有限公司(高輔公司)	對本公司持股超過10%之股東
凱銳光電股份有限公司(凱銳光電)	本公司之子公司
全體董事、監察人、總經理及副總經理	本公司之主要管理階層

(註)本公司民國九十九年五月十一日經股東會決議出售本公司之子公司JEFFREY所持有100%子公司高創(蘇州)電子有限公司的全部股數(含高創轉投資公司富達(吳江)電子公司及高創香港公司)，該交易已於民國九十九年八月三十一日完成交割，故高創(蘇州)電子有限公司自民國九十九年九月一日起已非關係人。

## Translation of Page 8

II. Materials of directors, monitors, general managers, vice general managers, assistant managers and supervisors of individual departments and branches:

(i) Directors and monitors:

1. Basic information

Mar. 1, 2011

Title	Name	Date of selection and appointment (assumption of duty)	Tenure	Time of initial selection and appointment	Shares held at selection and appointment		Shares held currently		Shares currently held by spouse / representative/ minor children		Shares held in the name of others		Major experiences (education background)		Position held concurrently at the Company and other companies	Other supervisors, directors and monitors that have spouse relationship or parent-child relationship		
					Number of shares	Shareholding ratio	Number of shares	Shareholding ratio	Number of shares	Shareholding ratio	Number of shares	Shareholding ratio				Title	Name	Relationship
Chairman & President (Note 1)	Representative of Gaomei Investment Co., Ltd.: Lin Zhenyuan	May 25, 2009	3 yrs	Dec. 31, 2004	17,205,000	10.53%	17,205,000	10.53%	22,712,681	13.90%	0	0.00%	Master	Chunghwa Picture Tubes Ltd.: Chairman / General Manager	JERRY INV.: Director JEFFREY INV.: Director JEAN (M): Director JET Optoelectronics Co., Ltd.: Director	Director	JESSE LIN	Father-son
Chairman & President (Note 1)	Chen Xiuqian	May 25, 2009	3 yrs	Dec. 31, 2004	626,219	0.38%	626,219	0.38%	0	0.00%	0	0.00%	Master	Chunghwa Picture Tubes	K-Tronics (Suzhou) Technology Co., Ltd.:	-	-	-

1)														Ltd.: Vice General Manager of	Chirman JEAN (M): Director JEAN OPTO-ELEC TRONICS (Shanghai) TECHNOLO GY CO., LTD.: Chairman			
Director & Executiv e Vice Presiden t	Represe ntative of Shengjie Develop ment Co., Ltd.: JESSE LIN	May 25, 2009	3 yrs	Jun. 8, 2007	1,000,96 0	0.61%	1,000,96 0	0.61%	0	0.00%	0	0.00%	Bachelor	University of California Riverside	Gaofu Investment Co., Ltd.: Director JEAN OPTO-ELEC TRONICS (Shanghai) TECHNOLO GY CO., LTD.: Director JET Optoelectronic s Co., Ltd.: Director	Direct or	Lin Zhenyua n	Father -son



Director	Liu Zhenglin	May 25, 2009	3 yrs	Jun. 6, 2003	0	0.00%	0	0.00%	0	0.00%	0	0.00%	Master	Eastern Asia Technology Limited: Chairman Altek Corporation: Independent monitor Dongxin Investment Co., Ltd.: Director Eastech Electronics (Taiwan) Inc.: Representative of juridical person directors Eastern Technologies Holding Limited: Chairman	Eastern Asia Technology Limited: Chairman Altek Corporation: Independent monitor Dongxin Investment Co., Ltd.: Director Eastech Electronics (Taiwan) Inc.: Representative of juridical person directors Eastern Technologies Holding Limited: Chairman	None	-	-
Director	Yao Chongch	May 25, 2009	3 yrs	Dec. 31, 2004	0	0.00%	0	0.00%	0	0.00%	0	0.00%	Bachelor	Jili Electronics	Suzhou Hongyuan	None	-	-

	eng													(Suzhou) Co., Ltd.: General Manager Elitegroup Computer Systems Co., Ltd.: Vice General Manager	Electronic Co., Ltd.: CEO			
Monitor	Representative of Shengka i Development Co., Ltd.: Xu Zhangyi	May 25, 2009	3 yrs	Jun. 8, 2007	1,045,377	0.64%	1,045,377	0.64%	1,477,804	0.90%	0	0.00%	Bachelor	Hotron Precision Electronic Industrial (Suzhou) Co., Ltd.: General Manager	UNIC Technology Corp.: Vice General Manager	None	-	-
Monitor	Lu Chenglin	May 25, 2009	3 yrs	Jun. 6, 2003	531,760	0.33%	531,760	0.33%	0	0.00%	0	0.00%	Bachelor	Gaofu Investment Co., Ltd.: Consultant	None	None	-	-

Monitor	Zhuang Jiafu	May 25, 2009	3 yrs	Jun. 6, 2003	0	0.00%	0	0.00%	0	0.00%	0	0.00%	Bachelor	Huike Co., Ltd.: Chairman	Changtian Seafood Restaurant Co., Ltd.: Director	None	-	-
---------	-----------------	-----------------	-------	-----------------	---	-------	---	-------	---	-------	---	-------	----------	---------------------------------	--	------	---	---

Note 1: Chairman & President Chen Xiuqian resigned on Aug. 31, 2010, and the position of President is held by Chairman Lin Zhenyuan.

## Translation of Page 11

(ii) Materials of general managers, vice general managers, assistant managers and supervisors of individual departments and branches

Mar. 1 2011

Title	Name	Date of selection and appointment (assumption of duty)	Shares held		Shares currently held by spouse / minor children		Shares held in the name of others		Major experiences (education background)	Position held concurrently at other companies	Other managers that have spouse relationship or parent-child relationship		
			Number of shares	Shareholding ratio	Number of shares	Shareholding ratio	Number of shares	Shareholding ratio			Title	Name	Relationship
Chairman & President (Note 1)	Lin Zhenyuan	Dec. 2004	0	0.00%	22,712,681	13.90%	0	0.00%	USC Institute of Industrial Engineers Chunghwa Picture Tubes Ltd.: Chairman / General Manager	JERRY INV.: Director JEFFREY INV.: Director JEAN (M): Director JET Optoelectronics Co., Ltd.: Director	Executive Vice President	JERRY LIN JESSE LIN	Father-son
Chairman & President (Note 1)	Chen Xiuqian	Dec. 2004	626,219	0.38%	0	0.00%	0	0.00%	MBA Program, National Chengchi University Chunghwa Picture Tubes Ltd.:	K-Tronics (Suzhou) Technology Co., Ltd.: Chairman	None	-	-

									Vice General Manager	JEAN (M): Director JEAN OPTO-ELEC TRONICS (Shanghai) TECHNOLO GY CO., LTD.: Chairman			
Director & Executive Vice President	JESSE LIN	Dec. 2008	0	0.00%	0	0.00 %	0	0.00 %	University of California Riverside	Gaofu Investment Co., Ltd.: Director JEAN OPTO-ELEC TRONICS (Shanghai) TECHNOLO GY CO., LTD.: Director Shengjie Development Co., Ltd.: Chairman JET	Chairma n	Lin Zheny uan	Father-s on

										Optoelectronic s Co., Ltd.: Director			
Executive Vice President	JERRY LIN	Feb. 2009	0	0.00%	0	0.00 %	0	0.00 %	University of California Santa Barbara	Gaofu Investment Co., Ltd.: Director Shengkai Development Co., Ltd.: Chairman JET Optoelectronic s Co., Ltd.: Chairman GOLDEN KNIGHT LTD: Director Kaiyang Optoelectronic s (Suzhou) Co., Ltd.: Chairman	Chairma n	Lin Zheny uan	Father-s on
Vice General Manager of	Cai Dongyi	May 1993	0	0.00%	0	0.00 %	0	0.00 %	Institute of Electric Engineering, Tatung Institute of	None	None	-	-

R&D Division (Note 2)									Technology JEAN GROUP: Vice General Manager of R&D Division				
Director of Video R&D Division (Note 2)	Chen Huanming	Dec. 1995	145	0.00%	47	0.00 %	0	0.00 %	Tatung Institute of Technology MiTAC International Corp.: Senior Engineer	None	None	-	-
Director of Mechanism Design Division (Note 2)	Liu Yongxi	Jul. 2002	19,000	0.01%	0	0.00 %	0	0.00 %	Department of Mechanical Engineering, Tatung Institute of Technology Tatung Company: Design Executive AmTRAN Technology Co., Ltd.: Assistant Design Manager	None	None	-	-
Director of Product Management Division	Qiu Zhifu	Jun. 2001	0	0.00%	0	0.00 %	0	0.00 %	DREXEL UNIVERSITY Taiwan Thick-Film Ind. Corp.:	None	None	-	-

(Note 2)									Manager of Production Department				
Vice General Manager of Business Division (Note 2)	Zou Youxue	May 2000	41	0.00%	0	0.00 %	0	0.00 %	Fu Jen Catholic University Operlence Electronics Corporation: Manager of Business Department	None	None	-	-
Vice General Manager of Finance Division	Yang Jiyi	Dec. 2008	0	0.00%	0	0.00 %	0	0.00 %	Tamkang University Silicon Application Corporation Group: Vice General Manager Frontek Technology Corporation: Vice General Manager	Gaofu Investment Co., Ltd.: Monitor Supreme Electronics Co., Ltd.: Independent Director	None	-	-

Note 1: Chairman & President Chen Xiuqian resigned on Aug. 31, 2010, and the position of President is held by Chairman Lin Zhenyuan.

Note 2: Resigned on Aug. 31, 2010.



**Translation of Page 78****Notes to Financial Statements of Jean Group (Continued)****2. Financial risk information****(1) Market risks**

The Company's value fluctuation risks that will be incurred to foreign currency deposits, accounts receivable, accounts payable and short-term loans by foreign exchange rate movements.

For the derivative financial instruments trades carried out by the Company, as such products are measured by fair value, they are subject to influences of market price fluctuation.

**(2) Credit risks**

The Company's major potential credit risks are from the financial commodities of notes receivable and accounts receivable. In order to reduce credit risks, the Company carries out sustained evaluation on customers' financial position and adjusts line of credit offered to them as appropriate. In addition, the Company also regularly evaluates the possibility of recovering accounts receivable and makes provision for allowance for bad debts when necessary. Up to Dec. 31, 2010 and Dec. 31, 2009, 66% and 50% of balance of accounts receivable was respectively constituted by the top two and top five trade debtors of the Company, which makes the credit risks of accounts receivable centralized.

**(3) Liquidity risks, cash flow risks, and uncertainty of future cash demands**

The Company kept appropriate working capital and bank credit not tapped to cope with situations both in 2010 and 2009, so as to avoid the liquidity risk of not being able to raise funds to fulfill contractual obligations.

**(4) Cash flow risks of interest rate changes**

The Company's short-term loans are floating-rate debts. Therefore, the changes of market interest rate will make the short-term loans fluctuate along with the changes, leading to the fluctuation of future cash flow. If market interest rate is up by 1%, the cash flow of the Company will increase by \$ 1,000,000.

**V. Related party transactions****(i) Related party name and relationship**

<b>Name of related party</b>	<b>Relationship with the Company</b>
JEFFREY INVESTMENT LTD. (JEFFREY), the British Virgin Islands	Subsidiary of the Company
K-Tronics (Suzhou) Technology Co., Ltd. (K-Tronics)	Subsidiary of the Company (Note)
Chunghwa Picture Tubes Ltd. (CPT)	Its Chairman has parent-child relationship with Chairman of the Company
JEAN OPTO-ELECTRONICS TECHNOLOGY CO., LTD. (JEAN OPTO-ELECTRONICS)	Subsidiary of the Company
Gaofu Investment Co., Ltd. (Gaofu Ltd.)	Shareholder that holds more than 10% equity of the Company

JET Optoelectronics Co., Ltd. (JET OPTO)	Subsidiary of the Company
All the directors, monitors, general managers and vice general managers	The major management of the Company

(Note): The Company, by a resolution of the shareholders meeting, sold all shares of K-Tronics (Suzhou) Technology Co., Ltd. (including Fuda (Wujiang) Electronics Co., Ltd. and E-Top (HK) Technology Limited that were reinvested by K-Tronics) which was wholly owned by JEFFREY, subsidiary of the Company on May 11, 2010. The transaction was completed on Aug. 31, 2010. Therefore, K-Tronics (Suzhou) Technology Co., Ltd. is no longer a related party as from Sep. 1, 2010.



December 19, 2014

**Certification**

**Park IP Translations**

This is to certify that the attached translation is, to the best of my knowledge and belief, a true and accurate translation from Chinese into English of the Jean annual report 2010.

A handwritten signature in black ink that reads 'Sabrina Smith'. The signature is written in a cursive style. Below the signature is a horizontal line.

Sabrina Smith

Project Manager

Project Number: CRM\_1412\_011

15 W. 37th Street 8th Floor  
New York, NY 10018  
212.581.8870  
ParkIP.com